



GEORGIA GLOBAL UTILITIES JSC (GGU)

GGU GREEN BOND PERIODIC REVIEW 2025



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Disclaimer

Our assessment relies on the premise that the data and information provided by the client to us as part of our review procedures are provided in good faith. Because of the selected nature (sampling) and other inherent limitation of both procedures and systems of internal control, there remains the unavoidable risk that errors or irregularities, possibly significant, may not be detected. Limited depth of evidence gathering including inquiry and analytical procedures and limited sampling at lower levels in the organization were applied as per scope of work. DNV expressly disclaims any liability or co-responsibility for any decision a person or an entity may make based on this Statement.

Statement of Competence and Independence

DNV applies its own management standards and compliance policies for quality control, in accordance with ISO/IEC 17029:2019 - Conformity Assessment – General principles and requirements for validation and verification bodies, and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have complied with the DNV Code of Conduct during the assessment and maintain independence where required by relevant ethical requirements.

DNV'S INDEPENDENT ASSESSMENT

Scope and Objectives

GEORGIA GLOBAL UTILITIES JSC. (henceforth referred to as "GGU" or the "Company") together with its subsidiaries, is a water and renewable energy company that provides drinking water and wastewater collection and treatment services to approximately 1.4 million people in Georgia and generates electricity through its portfolio of four hydroelectric power plants. GGU's water and wastewater business is a natural monopoly in the capital city of Tbilisi and the surrounding area, including the cities of Rustavi, Mtskheta and Gardabani, providing potable water to these areas.

GGU is currently part of the Aqualia Group. 100% of its issued and placed share capital is held by FCC Aqualia S.A. through its wholly owned subsidiary Aqualia Georgia LLC.

GGU has developed a Green Finance Framework (henceforth referred to as the "Framework" or "GFF"). The Framework enables issuance of Green Financing instruments which may include bonds, private placements, commercial paper and loans. The Framework is in alignment with the stated Standards and Principles (collectively the "Principles & Standards"):

- Green Bond Principles (GBP), June 2025 issued by the International Capital Market Association ("ICMA").
- Green Loan Principles, March 2025 (GLP) issued by the Asian Pacific Loan Market Association (APLMA), Loan Markets Association (LMA) and Loan Syndications & Trading Association ("LSTA").

On 23 July 2024 GGU issued a green bond under its Green Finance Framework with ISIN: XS2868179396/US373196AB02 for a nominal value of USD 300 million maturing in 2029. GGU has used the net proceeds of the Bond to finance projects and assets related to the category of Sustainable Water and Wastewater management.

DNV Business Assurance Spain, S.L.U. (henceforth referred to as "DNV") has been commissioned by GGU to provide a Green Bond Periodic Review with respect to the allocation of funds, as at 31.12.2024, and provide a Second Party Opinion Review based on the Principles & Standards.

Our methodology to achieve this is described under 'Work Undertaken' below. We were not commissioned to provide independent assurance or other audit activities. No assurance is provided regarding the financial performance of the Bond, the value of any investments in the Bond, or the long-term environmental benefits of the transaction. Our objective has been to provide an assessment that the Bond has met the criteria established on the basis set out below.

Responsibilities of the Management of GGU and DNV

The management of GGU has provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform GGU management and other interested stakeholders as to whether the Bond is aligned with the Principles & Standards. In our work we have relied on the information and the facts presented to us by GGU. DNV is not responsible for any aspect of the nominated assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by GGU'S management and used as a basis for this assessment were not correct or complete.

Basis of DNV's Opinion

We have adapted our assessment methodology to create the GGU-specific Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion.

As per our Protocol, the criteria against which the Bond has been reviewed are grouped under the four core components:

1. Use of Proceeds

The Use of Proceeds criteria are guided by the requirement that an issuer of a bond must use the funds raised to finance or refinance eligible activities. The eligible activities should produce clear environmental and social benefits.

2. Process for Project Evaluation and Selection

The Project Evaluation and Selection criteria are guided by the requirements that an issuer of a green bond should outline the process it follows when determining eligibility of an investment using green bond proceeds and outline any impact objectives it will consider.

3. Management of Proceeds

The Management of Proceeds criteria are guided by the requirements that a green bond should be tracked within the organization, that separate portfolios should be created when necessary and that a declaration of how unallocated funds will be handled should be made.

4. Reporting

The Reporting criteria are guided by the recommendation that at least annual reporting to the bond investors should be made of the use of proceeds, and that quantitative and/or qualitative performance impact indicators should be used, where feasible.

No assurance is provided regarding the financial performance of the Bond, the value of any investments in the Bond, or the long-term environmental benefits of the transaction. Our objective has been to provide an assessment that the Bond has met the criteria established on the basis set out below.

Work Undertaken

Our work constituted a high-level review of the available information, based on the understanding that this information was provided to us by GGU in good faith. We have not performed an audit or other tests to check the veracity of the information provided to us. The work undertaken to form our opinion included:

- Creation of a Protocol, adapted to the purpose of the Bond, as described above and in Schedule 3 to this Assessment;
- Assessment of documentary evidence provided by GGU on the Bond and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology;
- Review of published materials by GGU and GGU's website;
- Discussions with GGU's management, and review of relevant documentation and evidence related to the criteria of the Protocol; and
- Documentation of findings against each element of the criteria.

Our opinion as detailed below is a summary of these findings.

Findings and DNV's Opinion

DNV's findings on the alignment with Principles & Standards are listed below:

1. Use of Proceeds

As of 31 December 2024, GGU has reported that net proceeds from the issuance of the Bond have been used to finance or refinance green projects and assets in Georgia, with a total value of USD 113.3 million. The proceeds have funded investments in projects and assets within the Sustainable Water and Wastewater Management category, as detailed in Schedule 1.

All green projects, including those for refinancing, have been reviewed according to eligibility and exclusion criteria as defined in the GFF.

For this Bond, GGU has allocated proceeds for a total value of USD 94,6 Million for the refinancing of eligible Green Projects where the investment has been made no earlier than 24 months before the issuance date.

DNV undertook an analysis of the above project category to determine its eligibility as green, in line with the GFF and the Principles & Standards. DNV concludes that GGU has issued this bond in accordance with the GFF.

2. Process for Project Evaluation and Selection

DNV reviewed the process through which projects have been evaluated and selected to assess that projects meet eligibility criteria, apply exclusionary criteria, and that eligible projects are monitored during lifetime of the Green Financing Instruments.

GGU has reviewed evidence of the Sustainable Finance Committee work ensuring that allocations in the proposed Eligible Green Projects are aligned with the defined categories and eligibility criteria. The Committee is also responsible for approving any changes needed in the register of Eligible Green Projects should a project no longer be eligible.

DNV concludes that GGU has issued this Bond in line with the GFF, and that the process for Project Evaluation and Selection has been applied consistently with the criteria set out in the Principles & Standards.

3. Management of Proceeds

DNV has reviewed documentation stating that net proceeds of USD 298 Million from this Bond issuance have been managed in accordance with the GFF directed towards the financing and refinancing of GGU's green projects within the category of Sustainable Water and Wastewater Management.

DNV has reviewed evidence showing that a green finance register has been created to monitor the allocation of proceeds to eligible projects/assets, and that proceeds raised pending disbursement will be managed in accordance with GGU's cash management processes and policies. At year-end 2024, the outstanding balance of unallocated net proceeds from this Bond amounts to USD 184,7 Million. On a best-efforts basis, GGU intends to allocate an amount equal to the net proceeds raised by the Green Financing Instruments within four years from the date of issuance.

DNV concludes that GGU has issued this Bond in line with de GFF, and that the process for Management of Proceeds is consistent with the criteria set out in the Principles & Standards.

4. Reporting

GGU has issued the Green Bond Impact and Allocation Report that includes impact and allocation reporting of the Bond net proceeds, as of 31.12.2024, in the category of Sustainable Water and Wastewater Management. This includes description of projects and amounts allocated for refinancing of existing assets (lookback period August 2022 – July 2024) and financing of new assets (August-December 2024), as well as the associated qualitative and quantitative environmental impacts.

DNV has only performed an assessment on the allocation report. DNV does not provide assurance on the associated quantitative and qualitative environmental impacts.

DNV concludes that GGU has issued this Bond in line with de GFF, and that the process for Reporting is consistent with the criteria set out in the Principles & Standards.

Based on the limited assurance procedures conducted, nothing has come to our attention that causes us to believe that, in all material respects, the bond projects reviewed do not meet the Use of Proceeds and Allocation Reporting criteria described in the Protocol and the GGU Green Finance Framework, that are aligned with the stated definition of green bonds within the Green Bond Principles 2025.

For DNV Business Assurance Spain, S.L.U.

Madrid, Spain / 30 November 2025



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Schedule 1. Description of nominated activities financed or refinanced with the Bond Proceeds

Eligible Green Project Categories	Investment (USD millions)				
	ICMA	Activities description	Aug-Dec 2024	Aug 2022 -Jul 2024	TOTAL (31.12.2024)
Sustainable Water and Wastewater Management		Total Investment:	18,7	94,6	113,3
		- Rehabilitation and development of the water network	7,3		
		- Refurbishment of pumping stations and water treatment plants.	1,5		
		- Installation of customer water meters	1,4		
		- Incident response and repair of water infrastructure systems	4,9		
		- New customer connections	3,6		

Schedule 2. Contributions to UN SDGs

Eligible Project Categories	UN SDGs	DNV Findings
Sustainable Water and Wastewater Management.		DNV is of the opinion that the eligible category outlined in the Bond contributes to the achievement of the UN SDGs.
		
		
		

Schedule 3. Eligibility Assessment Protocol

1. Use of Proceeds

Ref.	Criteria	Requirements	DNV Findings
1a	Type of Bond	<p>The Bond must fall in one of the following categories, as defined by the Principles & Standards:</p> <ul style="list-style-type: none"> • Green Use of Proceeds Bond • Green Use of Proceeds Revenue Bond • Green Project Bond • Green Securitized Bond 	<p>The evidence reviewed states that the Bond falls in the category of a Green Use of Proceeds Bond.</p>
1b	Green Project Categories	<p>The cornerstone of a Green Finance Instrument is the utilization of the proceeds which should be appropriately described in the legal documentation for the security.</p>	<p>Eligible project category presented by GGU for this Bond are:</p> <ul style="list-style-type: none"> • Sustainable Water and Wastewater Management. <p>DNV undertook an analysis of the above project category to determine its eligibility as green, in line with the GFF and the Principles & Standards. DNV concludes that GGU has issued this bond in accordance with the GFF.</p>
1c	Environmental Benefits	<p>All designated Green Project categories should provide clear environmentally sustainable benefits, which, where feasible, will be quantified or assessed by the issuer.</p>	<p>The GFF outlines the expected environmental benefits that will be realised by this Bond issuance:</p> <ul style="list-style-type: none"> - Clean drinking water supplied - Mitigation of the consequences of floods and droughts - Reduced non-revenue water - Improved sanitation facilities - Reduced energy consumption for the water supply system - GHG emissions reduced/avoided <p>DNV confirms that the use of proceeds of this Bond issuance will reasonably contribute with meaningful environmental benefits.</p>
1d	Refinancing Share	<p>In the event that a proportion of the proceeds may be used for refinancing, it is recommended that issuers provide an estimate of the share of financing vs. re-</p>	<p>It has been reported that the BOND proceeds have been allocated to finance and refinance the nominated project assets listed in</p>

		financing, and where appropriate, also clarify which investments or project portfolios may be refinanced.	Schedule 1. This represents, as of 31.12.2024 38% of the Green Bond net proceeds (USD 298 Mill), 32% for refinancing and 6% for financing of individual projects and assets.
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2. Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	DNV Findings
2a	Investment-Decision Process	<p>The issuer of a Green Finance Instrument should outline the decision-making process it follows to determine the eligibility of projects using Green Finance proceeds. This includes, without limitation:</p> <ul style="list-style-type: none"> • A process to determine how the projects fit within the eligible Green Projects categories identified in the GBP; • The criteria making the projects eligible for using the Green proceeds; and <p>The environmental sustainability objectives</p>	<p>DNV reviewed the process through which projects have been evaluated and selected to assess that projects meet eligibility criteria, apply exclusionary criteria, and that eligible projects are monitored during lifetime of the Green Financing Instruments.</p> <p>DNV concludes that GGU has issued this Bond in line with de GFF, and that the process for Project Evaluation and Selection has been applied consistently with the criteria set out in the Principles & Standards.</p>
2b	Issuer Environmental and Governance Framework	<p>Issuers are also encouraged to:</p> <ul style="list-style-type: none"> • Position the relevant information within the context of the issuer’s overarching objectives, strategy, policy and/or processes relating to environmental sustainability. • Provide information, if relevant, on the alignment of projects with official or market-based taxonomies, related eligibility criteria • Have a process in place to identify mitigants to known material risks of negative environmental and/or social impacts from the relevant project(s). 	<p>DNV confirms that GGU’s environmental, social, and governance (ESG) strategies and grouping of projects with eligibility criteria, are well aligned with the criteria set out in the Principles & Standards.</p>

3. Management of Proceeds

Ref.	Criteria	Requirements	DNV Findings
3a	Tracking Procedure	The net proceeds of Green Instruments should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process that will be linked to the issuer's lending and investment operations for Green Projects.	<p>DNV has reviewed documentation stating that net proceeds of USD 298 Million from this Bond issuance have been managed in accordance with the GFF directed towards the financing and refinancing of GGU's green projects within the category of Sustainable Water and Wastewater Management.</p> <p>DNV confirms that the processes to track proceeds and allocations of this Bond to the nominated projects are well aligned with the Principles & Standards.</p>
3b	Tracking Procedure	So long as the Green Instruments are outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible green investments or loan disbursements made during that period.	DNV has reviewed evidence showing that a green finance register has been created to monitor the allocation of proceeds to eligible projects/assets, and that net proceeds raised pending disbursement will be managed in accordance with GGU's cash management processes and policies
3c	Temporary Holdings	Pending such investments or disbursements to eligible Green Projects, the Issuer should make known to investors the intended types of temporary investment instruments for the balance of unallocated proceeds.	At year-end 2024, the outstanding balance of unallocated net proceeds from this Bond amounts to USD 184,7 Million. On a best-efforts basis, GGU intends to allocate an amount equal to the net proceeds raised by the Green Financing Instruments within four years from the date of issuance.

4. Reporting

Ref.	Criteria	Requirements	DNV Findings
4a	Periodical Reporting	<ul style="list-style-type: none"> • Issuers should make, and keep, readily available up to date information on the use of proceeds to be renewed annually until full allocation, and on a timely basis in case of material developments. • The annual report should include a list of the projects to which Green Bond proceeds have been allocated, as well as a brief description of the projects, the amounts allocated, and their expected impact. • Where confidentiality agreements, competitive considerations, or a large number of underlying projects limit the amount of detail that can be made available, the GBP recommend that information is presented in generic terms or on an aggregated portfolio basis (e.g. percentage allocated to certain project categories). 	<p>GGU has issued the Green Bond Impact and Allocation Report that includes impact and allocation reporting of the Bond net proceeds, as of 31.12.2024, in the category of Sustainable Water and Wastewater Management. This includes description of projects and amounts allocated for refinancing of existing assets (lookback period August 2022 – July 2024) and financing of new assets (August-December 2024), as well as the associated qualitative and quantitative environmental impacts.</p> <p>DNV has only performed an assessment on the allocation report. DNV does not provide assurance on the associated quantitative and qualitative environmental impacts.</p> <p>DNV concludes that GGU has issued this Bond in line with de GFF, and that the process for Reporting is consistent with the criteria set out in the Principles & Standards.</p>



About DNV

Driven by our purpose of safeguarding life, property and the environment, DNV enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight. With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener group. All rights reserved.